STATE FISCAL ACCOUNTABILITY AUTHORITY MEETING OF December 17, 2020

REGULAR SESSION ITEM NUMBER __/_

AGENCY: State Treasurer's Office

SUBJECT: Bond Counsel Selection

The State Treasurer's Office has provided the following notification, for informational purposes, of the firms selected and approved:

CONDUIT ISSUES:

| Description of Issue | Agency/Institution (Borrower) | Bond Counsel | Issuer's Counsel |
|---|---|--|---|
| \$24,000,000; South Carolina Jobs- Economic Development Authority, Educational Facilities Revenue Bonds; Horse Creek Academy; Series 2020 (South Carolina Jobs- Economic Development Authority | Horse Creek Academy Conduit: SC JEDA | Howell Linkous & Nettles – Alan Linkous, Sam Howell | Nexsen Pruet – Laurie Becker |
| - "SC JEDA") \$15,000,000; South Carolina Jobs- Economic Development Authority, Educational Facilities Revenue Bonds; Riverwalk Academy; Series 2020 | Riverwalk Academy Conduit: SC JEDA | Howell Linkous & Nettles – Alan Linkous, Sam Howell | Haynsworth Sinkler Boyd Kathy McKinney, Kimberly Witherspoon |
| \$30,000,000; South Carolina Jobs- Economic Development Authority, Economic Development Revenue Bonds; Foundation for Affordable Housing – Villas at Lawson Creek; Series 2020 | Foundation for Affordable Housing – Villas at Lawson Creek Conduit: SC JEDA | Parker Poe – Ray Jones, Emily Luther | Pope Flynn – Joe Lucas |
| \$31,000,000; South Carolina Jobs- Economic Development Authority, Healthcare Facilities Revenue Bonds; Lutheran Homes of South Carolina; Series 2021 | Lutheran Homes of South Carolina Conduit: SC JEDA | Haynsworth Sinkler Boyd – Kathy McKinney, Kimberly Witherspoon | Howell Linkous & Nettles – Sam Howell, Alan Linkous |
| \$2,000,000; South Carolina Jobs- Economic Development Authority, Economic Development Revenue Bonds – Taxable; Aiken Memory Care; Series 2020 | Aiken Memory Care Conduit: SC JEDA | Parker Poe – Emily Zackon, Jeff Poley | Burr Forman McNair – Michael Seezen |
| \$56,300,000; South Carolina Jobs- Economic Development Authority, Economic Development Revenue Bonds; Forest Acres Properties; Series 2021 | Forest Acres Properties Conduit: SC JEDA | Haynsworth Sinkler Boyd – Kathy McKinney, Kimberly Witherspoon | Parker Poe – Emily Luther |
| \$20,000,000; South Carolina Jobs- Economic Development Authority, Economic Development Revenue Bonds; Whitehall Senior Living — The Retreat at Lancaster; Series 2021 | Whitehall Senior Living – The Retreat at Lancaster Conduit: SC JEDA | Parker Poe – Emily Zackon, Jeff Poley | Nexsen Pruet – Laurie Becker |

STATE FISCAL ACCOUNTABILITY AUTHORITY

MEETING OF December 17, 2020

REGULAR SESSION
ITEM NUMBER ______, Page 2

AGENCY: State Treasurer's Office

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|--|--|---|---|
| SUBJECT: Bond Counsel S | election | | |
| \$30,000,000; South Carolina Jobs- Economic Development Authority, Economic Development Revenue Bonds; Whitehall Senior Living – The Retreat at Indian Land; Series 2021 | Whitehall Senior Living — The Retreat at Indian Land Conduit: SC JEDA | Parker Poe – Emily Zackon, Jeff Poley | Nexsen Pruet – Laurie Becker |
| \$4,650,000 Special Source Revenue Bond; Winding Woods Industrial Park; Series 2021 | Winding Woods Industrial Park Conduit: Dorchester County | Haynsworth Sinkler Boyd – Carol Clark | County, General Counsel – John Frampton |
| \$4,500,000; Multifamily Housing Revenue Bonds; Newberry Arms Apartments Project; Series 2020 (SC State Housing Finance and Development Authority - "SCSHFDA") | Newberry SC Preservation, LP (Newberry Arms Apartments Project) Conduit: SCSHFDA | Haynsworth Sinkler Boyd - John Van Duys | Tracey Easton, General Counsel |
| \$7,100,000; Multifamily Housing Revenue Bonds; Friendship Court Apartments Project; Series 2020 | Friendship Court Preservation, LP (Friendship Court Apartments Project) Conduit: SCSHFDA | Haynsworth Sinkler Boyd - John Van Duys | Tracey Easton, General Counsel |
| \$4,500,000; Multifamily Housing Revenue Bonds; Clinton Manor Apartments Project; Series 2020 | Clinton SC Preservation, LP (Clinton Manor Apartments Project) Conduit: SCSHFDA | Haynsworth Sinkler Boyd - John Van Duys | Tracey Easton, General Counsel |
| \$37,000,000; Multifamily Housing Revenue Bonds; ReBuild America Projects: \$14,091,157 Palmetto Towers Apartments Project 2020A; \$4,794,080 JG Felder Apartments Project 2020B; \$17,203,695 Redemption Towers Apartments Project 2020C | Palmetto Towers Preservation, LP; JG Felder Apts, LP; Redemption Towers, LP (Palmetto Towers Apartments Project; JG Felders Apartments Project; Redemption Towers Apartments Project) Conduit: SCSHFDA | Parker Poe – Ray Jones, Emily Luther | Tracey Easton, General Counsel |
| \$13,500,000; Multifamily Housing Revenue Bonds; The Assembly II Apartments Project; Series 2020 | Assembly Phase II SC, LLC (The Assembly II Apartments Project) Conduit: SCSHFDA | Howell Linkous & Nettles – Sam Howell, Alan Linkous | Tracey Easton, General Counsel |
| \$10,000,000; Multifamily Housing Revenue Bonds; Filbin Creek Apartments Project; Series 2020 | Aedis Filbin Creek, LLC (Filbin Creek Apartments Project) Conduit: SCSHFDA | Howell Linkous & Nettles – Sam Howell, Alan Linkous | Tracey Easton, General Counsel |
| \$11,750,000; Multifamily Housing Revenue Bonds; Eastside Apartments Project; Series 2020 | Eastside SC, LLC (Eastside Apartments Project) Conduit: SCSHFDA | Howell Linkous & Nettles – Sam Howell, Alan Linkous | Tracey Easton, General Counsel |

STATE FISCAL ACCOUNTABILITY AUTHORITY

MEETING OF December 17, 2020

| REGULAR SESSI | ON |
|---------------|----|
| ITEM NUMBER | |

AGENCY:

State Treasurer's Office

SUBJECT:

Bond Counsel Selection

GENERAL OBLIGATION / REVENUE ISSUES:

| Description of Issue | Agency/Institution | Approved Bond Counsel |
|---|-------------------------------|--|
| \$11,650,000; General Obligation State Institution Refunding Bonds; Medical University of South Carolina ("MUSC"); Series 2020 | MUSC | Pope Flynn – Bill Musser, Gary Pope |
| \$15,100,000; General Obligation State Institution Refunding Bonds; University of South Carolina ("USC"); Series 2020 | USC | Pope Flynn – Gary Pope |
| \$9,250,000; General Obligation State Institution Refunding Bonds; Midlands Technical College; Series 2020 | Midlands Technical College | Pope Flynn – Gary Pope |
| \$8,000,000; General Obligation State Air Carrier Hub Terminal Facilities Refunding Bonds; State of South Carolina; Series 2021 | State of South Carolina | Haynsworth Sinkler Boyd – Theodore DuBose |
| \$87,100,000; General Obligation State Economic Development Refunding Bonds; State of South Carolina; Series 2021 | State of South Carolina | Haynsworth Sinkler Boyd – Theodore DuBose |
| \$8,250,000; General Obligation State Institution Refunding Bonds; | Clemson University | Pope Flynn – Gary Pope |

AUTHORITY ACTION REQUESTED:

In accord with Authority policy, receive the State Treasurer's Office report of bond counsel as information.

ATTACHMENTS:

Bond Counsel Selection Approved by the State Treasurer's Office

The State Treasurer advises the State Fiscal Accountability Authority, for informational purposes, of the firms selected and approved for its December 17, 2020 meeting:

CONDUIT ISSUES:

| Description | Agency/Institution | Bond | Issuer's | Date STO |
|---|---|--|---------------------------------|------------|
| of Issue | (Borrower) | Counsel | Counsel | Approved |
| \$24,000,000; South Carolina Jobs- Economic Development Authority, | Horse Creek Academy Conduit: SC JEDA | Howell Linkous & Nettles – Alan Linkous, Sam Howell | Nexsen Pruet – Laurie Becker | 10/07/2020 |
| Educational Facilities Revenue Bonds; Horse Creek Academy; Series | 79 | | | |
| 2020 (South Carolina Jobs-Economic | | | | |
| Development Authority – "SC | | | | |
| \$15,000,000; South Carolina Jobs- | Riverwalk Academy | Howell Linkous & Nettles - | Haynsworth Sinkler | 10/16/2020 |
| Economic Development Authority, | Conduit: SC JEDA | Alan Linkous, Sam Howell | Boyd – | |
| Educational Facilities Revenue | | | Kathy McKinney, | |
| Bonds; Riverwalk Academy; Series 2020 | | | Kamberly Witherspoon | |
| \$30,000,000; South Carolina Jobs- | Foundation for Affordable Housing | Parker Poe – | Pope Flynn | 10/16/2020 |
| Economic Development Authority, | - Villas at Lawson Creek | Ray Jones, Emily Luther | – Joe Lucas | |
| Bonds; Foundation for Affordable | | | | |
| Housing – Villas at Lawson Creek; | | | | |
| \$31,000,000; South Carolina Jobs- | Lutheran Homes of South Carolina | Haynsworth Sinkler Boyd – | Howell Linkous & | 11/18/2020 |
| Economic Development Authority, | Conduit: SC JEDA | Kathy McKinney, Kimberly | Nettles – Sam Howell, | |
| Healthcare Facilities Revenue Bonds; | | Witherspoon | Alan Linkous | |
| Lutheran Homes of South Carolina; | | | | |
| Series 2021 | | | | |
| \$2,000,000; South Carolina Jobs- | Aiken Memory Care | Parker Poe – | Burr Forman McNair – | 11/18/2020 |
| Economic Development Authority, | Conduit: SC JEDA | Emily Zackon, Jeff Poley | Michael Seezen | |
| Economic Development Revenue | | | | |
| Bonds - Taxable; Aiken Memory | | | | |
| Care; Series 2020 | | | | |
| \$56,300,000; South Carolina Jobs- | Forest Acres Properties | Haynsworth Sinkler Boyd - | Parker Poe – | 11/18/2020 |
| Economic Development Authority, | Conduit: SC JEDA | Kathy McKinney, Kimberly | Emily Luther | |
| Economic Development Revenue | | Witherspoon | | |
| Bonds; Forest Acres Properties; | | | | |
| Series 2021 | | | | |
| | | | | |

| | | | Project) Conduit: SCSHFDA | Apartments Project; Series 2020 |
|------------|---|--|--|---|
| 10/30/2020 | Tracey Easton, General Counsel | Howell Linkous & Nettles – Sam Howell, Alan Linkous | Assembly Phase II SC, LLC (The Assembly II Apartments | \$13,500,000; Multifamily Housing Revenue Bonds: The Assembly II |
| | | | Towers Apartments Project) Conduit: SCSHFDA | Project 2020B; \$17,203,695 Redemption Towers Apartments Project 2020C |
| 10/20/2020 | Counsel | Parker Foe – Ray Jones, Emily Luther | Falmetto Towers Preservation, LP; JG Felder Apts, LP; Redemption Towers, LP (Palmetto Towers Apartments Project; JG Felders Apartments Project: Redemption | Revenue Bonds; ReBuild America Projects: \$14,091,157 Palmetto Towers Apartments Project 2020A; \$4 704 080 TG Felder Apartments |
| 10/30/2020 | Tracey Easton, General Counsel | Haynsworth Sinkler Boyd - John Van Duys | Clinton SC Preservation, LP (Clinton Manor Apartments Project) Conduit: SCSHFDA | \$4,500,000; Multifamily Housing Revenue Bonds; Clinton Manor Apartments Project; Series 2020 |
| 10/30/2020 | Tracey Easton, General Counsel | Haynsworth Sinkler Boyd - John Van Duys | Friendship Court Preservation, LP (Friendship Court Apartments Project) Conduit: SCSHFDA | \$7,100,000; Multifamily Housing Revenue Bonds; Friendship Court Apartments Project; Series 2020 |
| 10/30/2020 | Tracey Easton, General Counsel | Haynsworth Sinkler Boyd - John Van Duys | Newberry SC Preservation, LP (Newberry Arms Apartments Project) Conduit: SCSHFDA | \$4,500,000; Multifamily Housing Revenue Bonds; Newberry Arms Apartments Project; Series 2020 (SC State Housing Finance and Development Authority - "SCSHFDA") |
| 10/30/2020 | County, General Counsel – John Frampton | Haynsworth Sinkler Boyd – Carol Clark | Winding Woods Industrial Park Conduit: Dorchester County | \$4,650,000 Special Source Revenue Bond; Winding Woods Industrial Park; Series 2021 |
| 11/18/2020 | Nexsen Pruet – Laurie Becker | Parker Poe – Emily Zackon, Jeff Poley | Whitehall Senior Living – The Retreat at Indian Land Conduit: SC JEDA | \$30,000,000; South Carolina Jobs- Economic Development Authority, Economic Development Revenue Bonds; Whitehall Senior Living – The Retreat at Indian Land; Series 2021 |
| 11/18/2020 | Nexsen Pruet – Laurie Becker | Parker Poe – Emily Zackon, Jeff Poley | Whitehall Senior Living – The Retreat at Lancaster Conduit: SC JEDA | \$20,000,000; South Carolina Jobs- Economic Development Authority, Economic Development Revenue Bonds; Whitehall Senior Living – The Retreat at Lancaster; Series 2021 |

| | | | Conduit: SCSHFDA | Project; Series 2020 |
|------------|-------------------------------------|----------------------------|-----------------------------------|------------------------------------|
| | Counsel | Sam Howell, Alan Linkous | (Eastside Apartments Project) | Revenue Bonds; Eastside Apartments |
| 10/30/2020 | Tracey Easton, General 10/30/2020 | Howell Linkous & Nettles - | Eastside SC, LLC | \$11,750,000; Multifamily Housing |
| | | | Conduit: SCSHFDA | Apartments Project; Series 2020 |
| | Counsel | Sam Howell, Alan Linkous | (Filbin Creek Apartments Project) | Revenue Bonds; Filbin Creek |
| 10/30/2020 | Tracey Easton, General 10/30/2020 | Howell Linkous & Nettles - | Aedis Filbin Creek, LLC | \$10,000,000; Multifamily Housing |

GENERAL OBLIGATION / REVENUE ISSUES:

| Institution Refunding Bonds; | \$8,250,000; General Obligation State Clemson University | Carolina; Series 2021 | Refunding Bonds; State of South | State Economic Development | \$87,100,000; General Obligation State of South Carolina | Carolina; Series 2021 | Refunding Bonds; State of South | Air Carrier Hub Terminal Facilities | \$8,000,000; General Obligation State State of South Carolina | 2020 | Midlands Technical College; Series | Institution Refunding Bonds; | \$9,250,000; General Obligation State Midlands Technical College | ("USC"); Series 2020 | University of South Carolina | State Institution Refunding Bonds; | \$15,100,000; General Obligation USC | ("MUSC"); Series 2020 | Medical University of South Carolina | State Institution Refunding Bonds; | \$11,650,000; General Obligation MUSC | Description of issue Agency/mstriation |
|------------------------------|--|-----------------------|---------------------------------|----------------------------|--|-----------------------|---------------------------------|-------------------------------------|---|------|------------------------------------|------------------------------|--|----------------------|------------------------------|------------------------------------|--------------------------------------|-----------------------|--------------------------------------|------------------------------------|---|--|
| Gary Pope | P | | | Theodore DuBose | arolina Haynsworth Sinkler Boyd – | | | Theodore DuBose | arolina Haynsworth Sinkler Boyd – | | | Gary Pope | l College Pope Flynn – | | | Gary Pope | Pope Flynn – | | | Bill Musser, Gary Pope | Pope Flynn – | MOII Approved Dona Comper |
| | 10/20/20 | | | | 10/20/20 | | 0 | | 10/20/20 | | | | 10/20/20 | | | | 10/20/20 | | | | 10/20/20 | Day OIO Approvou |

SPECIAL ASSIGNMENT OF BOND COUNSEL:

| Description of Issue | Agency/Institution | Approved Bond Counsel | Date STO Approved |
|----------------------|--------------------|-----------------------|-------------------|
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